

FOSTER,
SWIFT,
COLLINS &
SMITH, P.C.
Attorneys at Law

SCOTT A. CHERNICH
Direct Phone 517.371.8133
Email schernich@fosterswift.com

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311 S. Washington Square
Lansing, MI 48933-2193
PH: 517.371.8100
FX: 517.371.8200

March 24, 2006

Clerk of the Court
U.S. Bankruptcy Court
Southern District of New York
Manhattan Office
One Bowling Green
New York, NY 10004-1408

Dear Clerk:

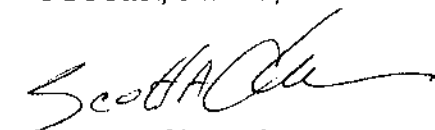
Re: Delphi Corporation, et al., Debtors
Case No: 05-44481 (RDD)

Enclosed is an Amended Affidavit of Legal Ordinary Course Professional and Proof of Service for filing in the above matter.

Thank you for your assistance.

Very truly yours,

FOSTER, SWIFT, COLLINS & SMITH, P.C.


Scott A. Chernich

SAC:td

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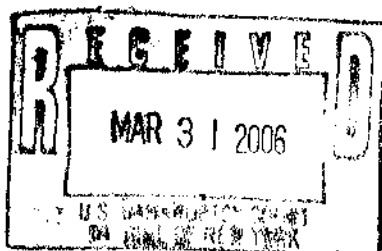


Exhibit 2

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X

AMENDED AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF MICHIGAN)
) ss:
COUNTY OF INGHAM)

William R. Schulz , being duly sworn, deposes and says:

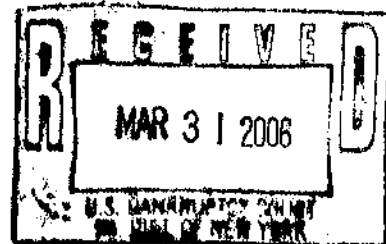
1. I am a principal of Foster, Swift, Collins & Smith, P.C. ("FSCS") which firm maintains offices at 313 S. Washington Square, Lansing, Michigan 48933.

2. Neither I, "FSCS", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. "FSCS", has represented and advised the Debtors in Michigan with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and "FSCS" has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "FSCS" proposes, to render the following services to the Debtors:
Litigation Defense

5. "FSCS"'s current fee arrangement is hourly.



6. "FSCS" is also currently rendering litigation defense services on one contingency file.

7. Except as set forth herein, no promises have been received by "FSCS" or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

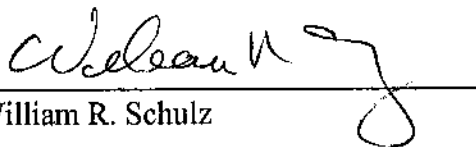
8. "FSCS" has no agreement with any entity to share with such entity any compensation received by "FSCS".

9. "FSCS" and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "FSCS" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

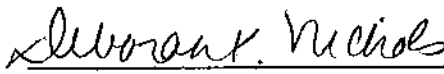
10. Neither I, "FSCS", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "FSCS" is to be engaged.

11. The foregoing constitutes the statement of "FSCS" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT


William R. Schulz

Subscribed and sworn before me
this 24th day of March, 2006


Notary Public

DEBORAH K. NICHOLS
Notary Public, Eaton County, MI
My Comm. Expires Sept. 21, 2006
Acting in Ingham Cty. Mich.
S:\125\COLL\MISC\Delphi\Schulz Amended Affidavit.wpd

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X

PROOF OF SERVICE

I hereby certify that on March 27, 2006, I served a copy of the Amended Affidavit of Legal

Ordinary Course Professional on the following:

Delphi Corporation
Attn: General Counsel
5725 Delphi Drive
Troy, MI 48098

Latham & Watkins
Attn: Mark A. Broude, Esq.
885 Third Avenue
New York, NY 10022

Skadden, Arps, Slate, Meagher & Flom
Attn: John Wm. Butler, Jr., Esq.
333 West Wacker Drive, Suite 2100
Chicago, IL 60606

Simpson, Thacher & Bartlett LLP
Attn: Marissa Wesley, Esq.
425 Lexington Avenue
New York, NY 10017

U.S. Trustee
Attn: Alicia M. Leonhard, Esq.
33 Whitehall Street, Suite 2100
New York, NY 10044

Davis Polk & Wardell
Attn: Marlane Melican, Esq.
450 Lexington Avenue
New York, NY 10017

by First Class Mail.

The above statements are true to the best of my knowledge, information, and belief.

Teresa Doherty
Teresa Doherty

